

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

United States Courts
Southern District of Texas
FILED

DEC 18 2001

Michael H. Milby, Clerk

JOHN & PEGGY ODAM, FRED A.
ROSEN and MARIAN ROSEN, HAL
MOORMAN AND MILTON TATE,
TRUSTEES FOR MOORMAN, TATE,
MOORMAN & UQUART MONEY
PURCHASE PLAN & TRUST

Plaintiff,

v.

ENRON CORPORATION, ANDREW S.
FASTOW, KENNETH L. LAY, JEFFREY
J. SKILLING, RONNIE C. CHAN,
JONATHAN H. DUNCAN, WENDY L.
GRAMM, ROBERT K. JAEDICKE,
CHARLES A. LEMAISTRE, JOHN
MENDELSON, PAUL V. FERRAZ
PEREIRA, FRANK SAVAGE, JOHN
WAKEHAM, HERBERT W. WINOCUR,
JR., BEN GLISAN, KRISTINA
MORDAUNT, and ARTHUR
ANDERSEN, LLP

Defendants.

CIVIL ACTION NO. ~~H-01-3914~~

FEDERAL SECURITIES
CLASS ACTION

01-3624

MOTION TO SUBSTITUTE COUNSEL

TO THE HONORABLE COURT:

Defendant Kenneth L. Lay ("Defendant") files this Motion to Substitute Counsel and respectfully shows the Court as follows:

1. Defendant is currently represented by Robin C. Gibbs and the law firm of Gibbs & Bruns, L.L.P. in the above-entitled and numbered cause. Defendant respectfully requests that James E. Coleman, Jr. and the law firm of Carrington, Coleman, Sloman and Blumenthal, L.L.P., 200 Crescent Court, Suite 1500, Dallas, Texas 75201, be substituted for Ms. Gibbs and the law firm of Gibbs & Bruns, L.L.P. as counsel-in-charge for Defendant in the above-entitled and numbered cause.

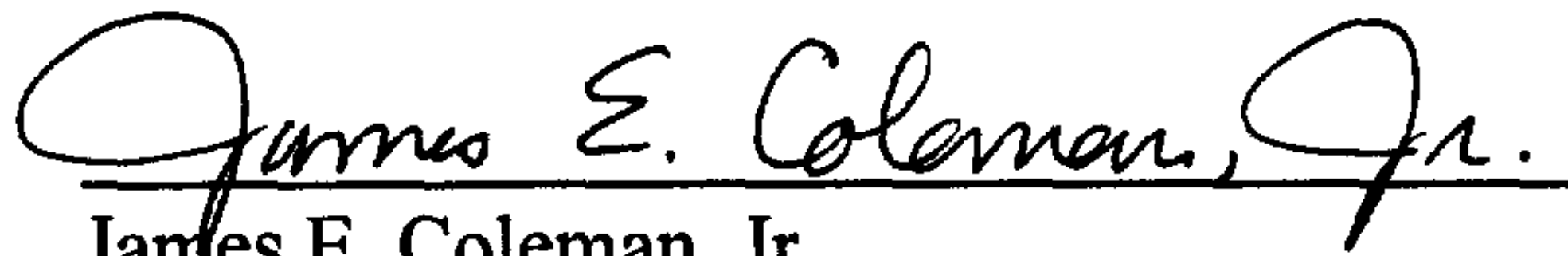
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Defendant also requests that Charles F. Richards, Jr. and the law firm of Richards, Layton & Finger, P.A. be substituted as "of counsel" for Defendant in the above-entitled and numbered cause. A proposed order granting the substitution of Mr. Coleman, Mr. Richards, and their respective law firms is attached hereto as Exhibit "A."

2. This Motion to Substitute Counsel is not sought for purposes of delay.

WHEREFORE, Defendant respectfully requests that this Court enter an order substituting James E. Coleman, Jr. and the law firm of Carrington, Coleman, Sloman and Blumenthal, L.L.P. for Robin C. Gibbs and the law firm of Gibbs & Bruns, L.L.P. as counsel-in-charge for Defendant in the above-referenced cause. Defendant also requests that Charles F. Richards, Jr. and the law firm of Richards, Layton & Finger, P.A. be substituted as "of counsel" for Defendant in the above-entitled and numbered cause.

Respectfully submitted,


James E. Coleman, Jr.

State Bar No. 0457400

Southern District ID No. 04574000

CARRINGTON, COLEMAN, SLOMAN
& BLUMENTHAL, L.L.P.

200 Crescent Court, Suite 1500

Dallas, Texas 75201

(214) 855-3000 (telephone)

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ATTORNEY IN CHARGE FOR
DEFENDANT KENNETH L. LAY

*by JF2
with permission*

OF COUNSEL:

Ken Carroll

State Bar No. 03888500

Southern District ID No. 20110

Diane M. Sumoski

State Bar No. 19511000

Southern District ID No. 14847

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Richards, Layton & Finger P.A.

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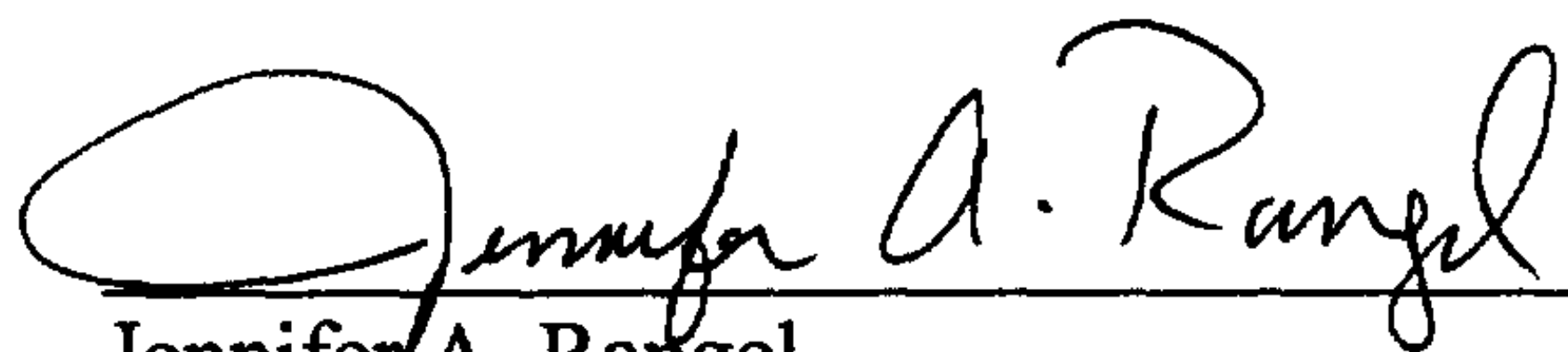
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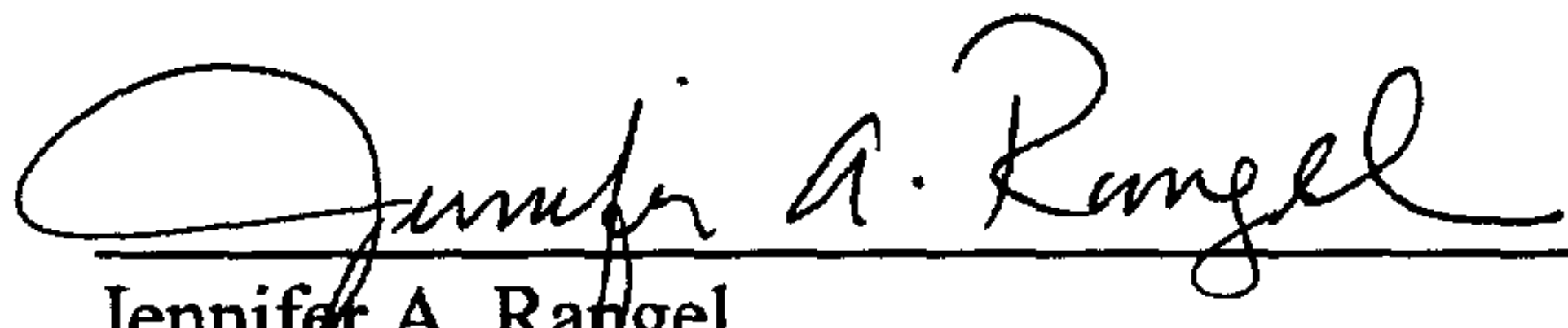
CERTIFICATE OF CONFERENCE

On December 7, 2001 and December 10, 2001, the undersigned counsel for Defendant Lay telephoned counsel for Plaintiff in an attempt to confer on the merits of the foregoing motion. The telephone calls were not returned. Accordingly, the motion is being submitted to the Court for resolution.


Jennifer A. Rangel

CERTIFICATE OF SERVICE

A true and correct copy of this motion was served on counsel of record by regular mail on December 17, 2001.


Jennifer A. Rangel